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lmendoza@manatt.com

*Attorneys for Defendant
CashCall, Inc.*

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

KRISTA O'DONOVAN and EDUARDO DE LA TORRE, individually and on behalf of all others similarly situated,

Plaintiff,

VS.

CASHCALL, INC., a California corporation, and DOES 1 through DOE 50, inclusive,

Defendants.

Case No. C 08-03174 MEJ

DECLARATION OF HILARY HOLLAND IN
SUPPORT OF CASHCALL, INC.'S
OPPOSITION TO PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION

[Filed Concurrently with:

- (1) Opposition to Plaintiffs' Motion for Class Certification;
- (2) Declaration of Delbert O. Meeks;
- (3) Declaration of Ethan Post;
- (4) Declaration of Myles McCarthy;
- (5) Declaration of Thomas Morgan;
- (6) Declaration of Stephen Klopstock;
- (7) Declaration of Sean Bennett;
- (8) Declaration of Brad W. Seiling; and
- (9) Evidentiary Objections]

Date: July 22, 2010
Time: 10:00 a.m.
Place: Courtroom B

Judge: Hon. Maria-Elena James

DECLARATION OF HILARY HOLLAND

I, Hilary Holland, declare and state as follows:

1. I am currently the Vice President of Production for CashCall, Inc. ("CashCall") and have been employed by CashCall since 2003. In my role as Vice President of Production, I am responsible for all aspects of loan origination. I have personal, first-hand knowledge of the matters stated herein, and, if called upon to do so, I could and would competently testify thereto.

2. Since 2003, CashCall has advertised its loan products through three distinct
mediums: (1) television; (2) radio; and (3) the internet at www.cashcall.com.

3. CashCall must submit the scripts for each of its radio and television advertisements to the Department of Corporations (“DOC”) prior to running the ad. The DOC will then send a letter back to CashCall formally “approving” or “disapproving” the ads. For example, attached hereto as Exhibit A is a true and correct copy of an exemplar of a August 29, 2008 letter from the Department of Corporations approving CashCall’s advertising materials. Exhibit A also includes the text of the ads that were being approved. Attached hereto as Exhibit B are true and correct copies of several other letters from the Department of Corporations approving CashCall’s advertisements.

4. From time to time, the DOC will suggest minor wording changes for a script. The DOC has never disapproved or rejected a CashCall ad. And CashCall has never published an advertisement without sending a copy of the script to the DOC and getting its approval.

5. Over time, the radio and television advertisements have changed. From 2003 through 2006, CashCall's television and radio advertisements generally stated that CashCall offered quick and easy unsecured loans to qualified borrowers (which is all true). Since 2007, all of CashCall's television advertisements have disclosed the highest annual percentage rate CashCall charged at the time of the ad — typically the 96% interest rate product. Disclosure of the highest annual percentage rate is a decision CashCall has made. It is not required by the DOC.

6. Attached hereto as Exhibit C is a CD containing an exemplar of radio and television advertisements from 2003-2009.

1 7. The CD contains a total of six advertisements: two radio and four television
2 advertisements. One radio advertisement states that the interest rates are high and that the loan
3 can be paid off in a few weeks or a few years. The other radio advertisement is quite different as,
4 among other things, there is no discussion of the loan term or interest rates. Two of the television
5 advertisements were utilized in 2006 and do not contain information about the specific interest
6 rates. The other two television advertisements on this CD aired in 2007 and do contain that
7 information.

8 I declare under penalty of perjury under the laws of the United States that the foregoing is
9 true and correct and that this declaration was executed on June 23, 2010, at Anaheim, California.

10 
11 Hilary Holland

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EXHIBIT A

STATE OF CALIFORNIA -- BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, Governor

DEPARTMENT OF CORPORATIONS

California's Investment and Financing Authority

Preston DuFauchard
 California Corporations Commissioner
 Los Angeles, California

August 29, 2008



IN REPLY REFER TO:
 FILE NO: 603 8780

MAURA GONZALEZ
 KOVEL/FULLER
 9925 JEFFERSON BL
 CULVER CITY, CA 90232

Re: Advertising Submitted in Connection with the California Finance Lenders
 (CFL) License for Cashcall, Inc.

Dear Ms. Gonzalez:

This is in reference to the Advertising material submitted in connection with the Company's California Finance Lenders license. As submitted this advertising material has been approved as indicated on the enclosed copy.

Sincerely,

Preston DuFauchard
 California Corporations Commissioner

By S. F.
 STEVEN FONG

Licensing Specialist
 California Finance Lenders Law
 (213) 576-7112

enclosure

♦ Securities ♦ Franchises ♦ Off-Exchange Commodities ♦ Investment and Financial Services ♦
 ♦ Independent Escrows ♦ Consumer and Commercial Finance Lending ♦ Residential Mortgage Lending ♦

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 (916) 445-7205

SAN FRANCISCO 94102-5303
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 (415) 557-3787

LOS ANGELES 90013-2344
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 (213) 576-7500

SAN DIEGO 92101-3697
 1350 FRONT STREET, ROOM 2034
 (619) 525-4233

1-866-ASK-CORP

www.corp.ca.gov

1-866-275-2677

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

Client: CashCall Date: 7/25/08
Division: National Job No.: 08CAC5511
Title: Auction Code No.:
Description: :10 TV Revision: AP

JUL 29 2008

<u>VIDEO</u>	<u>AUDIO</u>
<p>Super: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com (up throughout)</p> <p><i>GARY COLEMAN stands in front white background.</i></p> <p>SUPER: Get up to \$5,075!*</p> <p>CUT TO: Several \$100 bills superimposed in front of white background.</p> <p>SUPER: No collateral needed. CashCall trusts you! SUPER: Please borrow responsibly.</p> <p><i>Gary's head pops from front \$100 bill.</i></p> <p>ART CARD: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com</p> <p>LEGAL (Up for :03 seconds): *The APR for a typical loan of \$2,600 is 99.25% with 42 monthly payments of \$216.55 with a \$75.00 origination fee. Credit approval is not guaranteed and depends on the lender's credit</p>	<p>GARY: When you need cash fast, make the CashCall!</p> <p>AVO: Just be sure you can afford the monthly payments <u>before</u> you borrow.</p> <p>GARY: What-chu-talking about CashCall?</p> <p>AVO: Make the CashCall at 866-590-CASH. (Alt 1: Make the CashCall at 877-860-CASH!) (Alt 2: Make the CashCall at 877-890-CASH!)</p>

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
File No. 603 8780
Licensee's use of the attached is
 Approved until further notice
 Approved if revised as shown until further notice
 DISAPPROVED
 Disapproved, pending revision as shown
 Please send 2 copies when printed in the final form
Approval expires one year from date shown below
Date 8-29-08 By SP
Specialist Advertising

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

DEPART
RECEIVED
CORPORATIONS
ANGELES OFFICE

JUL 29 2008

Client:	CashCall	Date:	7/25/08
Division:	National	Job No.:	08CAC5511
Title:	Auction	Code No.:	
Description:	:10 TV	Revision:	AP

standards. See our website or call us for complete disclosure of APR, fees and payment terms. Limited documentation required. Distribution of funds is subject to receipt of all required documentation and verification of information. California loans will be made pursuant to CashCall's Department of Corporations California Finance Lender License No. 603-8780. Idaho Department of Finance Regulated Lender License 4428. New Mexico Small Loan License No. 01285. Loans in other states will be made by First Bank of Delaware (Member FDIC). Offer not available in all states.

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
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 Date 8-29-08 By SF
 Specialist Advertising

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

Client:	CashCall	Date:	7/25/08	DEPARTMENT OF CORPORATIONS RECEIVED LOS ANGELES OFFICE JUL 29 2008
Division:	National	Job No.:	08CAC5511	
Title:	Marriage	Code No.:		
Description:	:15 TV	Revision:	AP	

VIDEO	AUDIO
<p>Super: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com (up throughout)</p> <p><i>Gary, dressed in a suit & tie, walks and stands in front of a gazebo that's elegantly designed in wedding décor and flowers, complete with a wedding cake.</i></p> <p>SUPER: Get up to \$5,075!*</p> <p>CUT TO: <i>Tight shot of wedding cake bride & groom topper.</i></p> <p>SUPER: No collateral needed. CashCall trusts you! SUPER: Please borrow responsibly.</p> <p><i>Gary's head pops from the cake topper's groom's head and talks to camera.</i></p> <p>ART CARD: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com</p> <p>LEGAL (Up for :03 seconds): *The APR for a typical loan of \$2,600 is 99.25% with 42 monthly payments of \$216.55 with a \$75.00 origination fee.</p>	<p>Music: <i>Organ plays "Hear comes the bride".</i></p> <p>GARY: Marriage is expensive. But divorce would be REALLY expensive!</p> <p>So when <i>you</i> need cash, make the CashCall!</p> <p>ANNOUNCER VO: Just be sure you can afford the monthly payments <u>before</u> you borrow.</p> <p>GARY: What-chu-talking about, CashCall?</p> <p>ANNOUNCER VO: Call 866-590-CASH. That's 866-590-CASH. (Alt 1: Call 877-860-CASH. That's 877-860-CASH.) (Alt 2: Call 877-890-CASH. That's 877-890-CASH.)</p>

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
File No. 603 8720
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 Please send 2 copies when printed in the final form
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 Date 8-29-08 By SC
 Specialist Advertising

09/03/2008 17:33 310-841-4596

KOVEL FULLER

SE 06/08

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

DEPART.
RECEIVED
OF CORPORATIONS
LOS ANGELES OFFICE
JUL 29 2008

Client: CashCall	Date: 7/25/08
Division: National	Job No.: 08CAC5511
Title: Marriage	Code No.:
Description: 15 TV	Revision: AP

Credit approval is not guaranteed and depends on the lender's credit standards. See our website or call us for complete disclosure of APR, fees and payment terms. Limited documentation required. Distribution of funds is subject to receipt of all required documentation and verification of information. California loans will be made pursuant to CashCall's Department of Corporations California Finance Lender License No. 603-8780. Idaho Department of Finance Regulated Lender License 4428. New Mexico Small Loan License No. 01285. Loans in other states will be made by First Bank of Delaware (Member FDIC). Offer not available in all states.

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
File No. 603 8780
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 Date JUL 29 2008 By SF
 Specialist Advertising

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

JUL 29 2008

Client: CashCall	Date: 7/25/08
Division: National	Job No.: 08CA5511
Title: Auction	Code No.:
Description: :15 TV	Revision: AP

<u>VIDEO</u>	<u>AUDIO</u>
<p>Super: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com (up throughout)</p> <p><i>GARY COLEMAN walks and stands in front of a rack of clothes and a black car.</i></p> <p>SUPER: Get up to \$5,075!*</p> <p>CUT TO: Several \$100 bills superimposed in front of rack of clothes and a black car.</p> <p>SUPER: No collateral needed. CashCall trusts you!</p> <p>SUPER: Please borrow responsibly.</p> <p><i>Gary's head pops from front \$100 bill.</i></p> <p>ART CARD: 866-590-CASH (Alt 1: 877-860-CASH) (Alt 2: 877-890-CASH) CashCall.com</p> <p>LEGAL (Up for :03 seconds): *The APR for a typical loan of \$2,600 is 99.25% with 42 monthly payments of \$216.55 with a \$75.00 origination fee. Credit approval is not guaranteed and</p>	<p>GARY: I auctioned off my clothes. I even tried to auction off my car.</p> <p>But when <i>you</i> need cash fast, make the CashCall!</p> <p>VO: Just be sure you can afford the monthly payments <u>before</u> you borrow.</p> <p>GARY: What-chu-talking about CashCall?</p> <p>VO: Make the CashCall at 866-590-CASH. (Alt 1: Make the CashCall at 877-860-CASH.) (Alt 2: Make the CashCall at 877-890-CASH.)</p>

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 Approval expires one year from date shown below
 Date 9-29-08 By SF
 Specialist Advertising

09/03/2008 17:33 310-841-4595

KOVEL FULLER

E 08/08

Kovel/Fuller 9925 Jefferson Blvd., Culver City, CA 90232

DEPARTMENT OF CORPORATIONS
RECEIVED LOS ANGELES OFFICE

JUL 29 2008

Client: CashCall	Date: 7/25/08
Division: National	Job No.: 08CA5511
Title: Auction	Code No.:
Description: 15 TV	Revision: AP

depends on the lender's credit standards. See our website or call us for complete disclosure of APR, fees and payment terms. Limited documentation required. Distribution of funds is subject to receipt of all required documentation and verification of information. California loans will be made pursuant to CashCall's Department of Corporations California Finance Lender License No. 603-8780. Idaho Department of Finance Regulated Lender License 4428. New Mexico Small Loan License No. 01285. Loans in other states will be made by First Bank of Delaware (Member FDIC). Offer not available in all states.

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 Date 8-29-08 By SP
 Specialist Advertising

EXHIBIT B

STATE OF CALIFORNIA - BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, Governor

DEPARTMENT OF CORPORATIONS
California's Investment and Financing Authority

Los Angeles, California

May 12, 2006

IN REPLY REFER TO:
FILE NO: 603 8780

Kovel/Fuller LLC
Attention: Lisa Delgin
9925 Jefferson Boulevard
Culver City, CA 90232

**Re: Advertising Submitted in Connection with the California Finance Lenders
(CFL) License on behalf of CashCall, Inc.**

Dear Ms. Delgin:

This is in reference to the Advertising materials submitted in connection with the Company's California Finance Lenders license. As submitted these advertising materials have been approved as indicated on the enclosed copies.

Very Truly Yours,

By Angelito V. Salandan
ANGELITO V. SALANDANAN
Licensing Specialist
California Finance Lenders Law
(213) 576-7556

♦ Securities ♦ Franchises ♦ Off-Exchange Commodities ♦ Investment and Financial Services ♦
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SACRAMENTO 95814-4052
1515 K STREET, SUITE 200
(916) 445-7205

SAN FRANCISCO 94102-5303
1390 MARKET STREET, SUITE 810
(415) 557-3787

LOS ANGELES 90013-2344
320 WEST 4TH STREET, SUITE 750
(213) 576-7500

SAN DIEGO 92101-3697
1350 FRONT STREET, ROOM 2034
(619) 525-4233

STATE OF CALIFORNIA -- BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, Governor

DEPARTMENT OF CORPORATIONS
California's Investment and Financing Authority

Los Angeles, California
 December 26, 2006

IN REPLY REFER TO:
 FILE NO: 603 8780



Kovel/Fuller LLC
 Attention: Maura Gonzalez
 9925 Jefferson Boulevard
 Culver City, CA 90232

**Re: Advertising Submitted in Connection with the California Finance Lenders
 (CFL) License on behalf of CashCall, Inc.**

Dear Ms. Gonzalez:

This is in reference to the Advertising material submitted in connection with the Company's California Finance Lenders license. As submitted this advertising material has been approved as indicated on the enclosed copy.

Very Truly Yours,

By Angelito V. Salandan

ANGELITO V. SALANDANAN
 Licensing Specialist
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 (213) 576-7556

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www.corp.ca.gov

1-866-275-2677

STATE OF CALIFORNIA -- BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS
California's Investment and Financing Authority

ARNOLD SCHWARZENEGGER, Governor



Preston DuFauchard
 California Corporations Commissioner
 Los Angeles, California
 January 4, 2007

IN REPLY REFER TO:
 FILE NO. 603 8780

MAURA GONZALEZ
 KOVEL/FULLER
 9925 JEFFERSON BL
 CULVER CITY, CA 90232

Re: Advertising Submitted in Connection with the California Finance Lenders
 (CFL) License for Cashcall, Inc.

Dear Ms. Gonzalez:

This is in reference to the Advertising material submitted in connection with the Company's California Finance Lenders license. As submitted this advertising material has been approved as indicated on the enclosed copy.

Sincerely,

Preston DuFauchard
 California Corporations Commissioner

By Steven Fong
 STEVEN FONG
 Licensing Specialist
 California Finance Lenders Law
 (213) 576-7112

enclosure

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www.corp.ca.gov

1-866-275-2677

STATE OF CALIFORNIA -- BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, Governor

DEPARTMENT OF CORPORATIONS
California's Investment and Financing Authority

Preston DuFauchard
 California Corporations Commissioner
 Los Angeles, California
 May 25, 2007



IN REPLY REFER TO:
 FILE NO: 603 8780

MAURA GONZALEZ
 KOVEL/FULLER
 9925 JEFFERSON BL.
 CULVER CITY, CA 90232

Re: Advertising Submitted in Connection with the California Finance Lenders
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Dear Ms. Gonzalez:

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Sincerely,

Preston DuFauchard
 California Corporations Commissioner

By Steven Fong
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STATE OF CALIFORNIA - BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD SCHWARZENEGGER, Governor

DEPARTMENT OF CORPORATIONS
California's Investment and Financing Authority

Preston DuFauchard
 California Corporations Commissioner
 Los Angeles, California
 May 25, 2007



IN REPLY REFER TO:
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MAURA GONZALEZ
 KOVEL/FULLER
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 CULVER CITY, CA 90232

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enclosure

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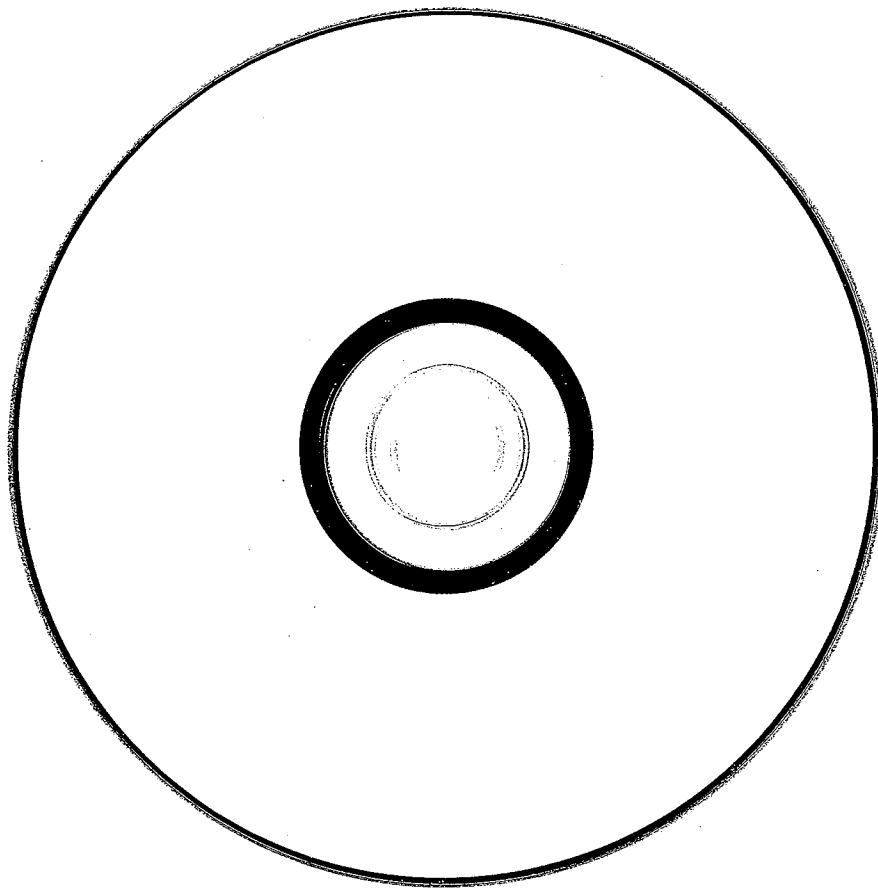
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 (619) 525-4233

EXHIBIT C



**CD TO BE LODGED
SEPARATELY**